

ATTACHMENT C
CERTIFICATE OF FORMATION AND
CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "EMC DATA LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JANUARY, A.D. 2001, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor

Secretary of State

3344825 8100

AUTHENTICATION: 0918432

010025137

DATE: 01-17-01

CERTIFICATE OF FORMATION

OF

KMC DATA LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company under the provisions of and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company is KMC DATA LLC (the "Company").

SECOND: The address of the registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on the 10th day of January, 2001.



Linda Smith, Authorized Person

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 01/12/2001
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KMC DATA LLC

* * * *

**ACTION BY WRITTEN CONSENT OF
THE SOLE MEMBER**

THE UNDERSIGNED, being the Sole Member of KMC Data LLC, a Delaware limited liability company (the "Company"), does hereby take the following action by written consent pursuant to Section 18-302(d) of the Limited Liability Company Act of the State of Delaware:

RESOLVED, that the following persons are hereby elected as officers of the Company effective as of January 12, 2001 in the positions set forth across from their names to serve, subject to their current compensations, in such capacity until their successors are elected and qualified or removed as provided in the Company's limited liability company agreement:

William F. Lenahan	Chief Executive Officer
Roscoe C. Young II	President and Chief Operating Officer
William H. Stewart	Chief Financial Officer
Marcy Dean	Senior Vice President and Treasurer
Robert Hagan	Senior Vice President of Finance
Constance Loosemore	Vice President, Assistant Treasurer and Assistant Secretary
Alan M. Epstein	Secretary

IN WITNESS WHEREOF, I have hereunto set my hand as of this 12 day of January, 2001.

KMC Telecom Holdings, Inc.

By: 

Name: William H. Stewart

Title: CFO

Dated: As of January 12, 2001



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MAY 22, 2001

0055364-6

C T CORPORATION SYSTEM
208 SOUTH LASALLE STREET
CHICAGO, IL 60604-1136

RE KMC DATA LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC